



# ACF INDUSTRIES

INCORPORATED

750 THIRD AVENUE, NEW YORK, N. Y. 10017, (212) 986-8600, CABLE ADDRESS: ACFUSA

RECORDATION NO. 3781-N Filed 1425

May 7, 1980

MAY 13 1980 - 9 10 AM

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20025

RECORDATION NO. 3781-0 Filed 1425

MAY 13 1980 - 9 10 AM

INTERSTATE COMMERCE COMMISSION

0-134A010

Date MAY 13 1980

Fee \$ 20.00

ICC Washington, D.C.

Dear Sir:

We enclose herewith for filing with the Commission pursuant to 49 U.S.C. Section 11303 five original counterparts of a Supplemental Equipment Trust Agreement and four original counterparts of a Bill of Sale, both dated March 21, 1980, between the following:

- (a) Trustee-Lessor: Bankers Trust Company  
One Bankers Trust Plaza  
New York, New York 10015
- (b) Lessee: ACF Industries, Incorporated  
750 Third Avenue  
New York, New York 10017

The equipment covered by the above Supplemental Equipment Trust Agreement is as follows:

- 4 Railroad Tank Cars, Class ICC 204 W, initialled ACFX and numbered 13204 through 13207 inclusive;
- 1 Railroad Tank Car, Class ICC 112 S 340 W, initialled ACFX and numbered 17047, and
- 5 Railroad Center Flow Covered Hopper Cars, initialled ACFX and numbered 46059, 46060, 46172, 46173 and 46174.

The equipment covered by the above Bill of Sale is as follows:

- 2 Railroad Tank Cars, Class ICC 103 W, initialled ACFX and numbered 14859 and 14864;
- 4 Railroad Tank Cars, Class ICC 111 A 100 W1, initialled ACFX and numbered 81442, 81933, 82051 and 82053, and

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I.C.C.  
FEE OPERATION BR.

*C. Cunningham & G. H. Harrison*

- 17 Railroad Center Flow Covered Hopper Cars, initialled ACFX and numbered as follows:

52436	61334	61367	61464
52850	61339	61369	61472
61185	61351	61370	61581
61333	61364	61463	61610
			61903

The enclosed Supplemental Equipment Trust Agreement supplements the Equipment Trust Agreement dated April 15, 1966 between Bankers Trust Company, Trustee-Lessor, and ACF Industries, Incorporated, Lessee, which was filed and recorded in your office at 4:30 P.M. on April 14, 1966 under Recordation No. 3781, and the enclosed Bill of Sale releases from said Equipment Trust Agreement the equipment described above in respect of said Bill of Sale. *Partial Release*

We also enclose two checks drawn to the order of the Commission in the sum of \$10.00 each in payment of the recordation fees in this connection.

We request that three copies of the enclosed Supplemental Equipment Trust Agreement and two copies of the enclosed Bill of Sale, including in each case the copy stamped "ACF" in the upper right hand corner, all bearing the Commission's recordation data, be returned to R. W. Montgomery, Assistant Secretary, ACF Industries, Incorporated, 750 Third Avenue, New York, New York 10017, or to the bearer.

Sincerely,



R. W. Montgomery  
Assistant Secretary

rwm:sm  
Enclosures

RECORDATION NO. *3781-N* Filed 1425

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INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED  
EQUIPMENT TRUST NO. 1 OF 1966

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SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated March 21, 1980

between

BANKERS TRUST COMPANY, Trustee

and

ACF INDUSTRIES, INCORPORATED

KEEP  
ICC FILE  
COPY

3781-N

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated March 21, 1980 between BANKERS TRUST COMPANY, a corporation duly organized and existing under the laws of the State of New York, as Trustee (hereinafter called the Trustee), and ACF INDUSTRIES, INCORPORATED, a corporation organized and existing under the laws of the State of New Jersey (hereinafter called the Company):

WHEREAS, by a certain Equipment Trust Agreement dated April 15, 1966 (hereinafter called the Agreement), between the Trustee and the Company there was constituted "ACF Industries, Incorporated Equipment Trust No. 1 of 1966," pursuant to which certain railroad equipment has been transferred to, and the title thereto vested in, the Trustee, and such railroad equipment has been leased to the Company, and

WHEREAS, upon the request of the Company, pursuant to Section 5.06 of the Agreement, the Trustee has assigned and transferred to the Company certain units of the Trust Equipment specifically described in the Agreement and simultaneously therewith the Company has conveyed to the Trustee Equipment (as defined in the Agreement) described in said request and in Exhibit A hereto (hereinafter called the Substituted Equipment), and has delivered to the Trustee an Officers' Certificate in respect of the Substituted Equipment, a certificate as to delivery thereof, a Bill of Sale transferring the Substituted Equipment to, and vesting the title thereto in, the Trustee and an Opinion of Counsel satisfactory to the Trustee with respect to the Substituted Equipment, all in like manner as provided in Section 5.06 of the Agreement, and

WHEREAS, Section 5.06 of the Agreement contemplates that upon such transfer and vesting of title the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment;

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

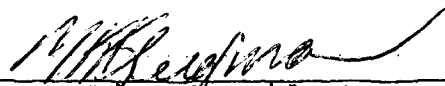
The Trustee, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, - has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the Equipment described in Exhibit A hereto, subject to all the terms and conditions of the Agreement, and such equipment shall be deemed part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects as though it had been part of the original Trust Equipment.

This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instruments.

IN WITNESS WHEREOF, THE Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective corporate seals to be

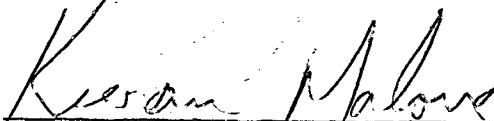
hereunto affixed, duly attested, as of the day and year first above written.

BANKERS TRUST COMPANY, Trustee


By   
Vice President

(Corporate Seal)

Attest:

  
Assistant Secretary

ACF INDUSTRIES, INCORPORATED

By   
Vice President

(Corporate Seal)

Attest:

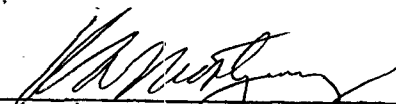
  
Assistant Secretary

EXHIBIT A  
Description of Substituted Equipment

	<u>PLACED IN SERVICE</u>	<u>COST</u>	<u>COST LESS 1/20th FOR EACH YEAR IN SERVICE</u>	<u>ACTUAL FAIR VALUE</u>	<u>FAIR VALUE</u>
Tank Cars, Class ICC 204 W, initialled ACFX and numbered:					
13204	July 1965	\$62,729	\$18,819	\$19,446	\$ 18,819
13205	July 1965	62,729	18,819	19,446	18,819
13206	April 1966	64,719	22,652	23,041	22,652
13207	April 1966	64,719	22,652	23,041	22,652
Tank Car, Class ICC 112 S 340 W, initialled ACFX and numbered:					
17047	July 1964	19,765	4,941	5,488	4,941
Center Flow Covered Hopper Cars, initialled ACFX and numbered:					
46059	August 1964	11,250	2,812	3,462	2,812
46060	August 1964	11,700	2,925	3,573	2,925
46172	August 1964	11,250	2,812	3,462	2,812
46173	August 1964	11,700	2,925	3,573	2,925
46174	August 1964	11,700	2,925	3,573	2,925
					<u>\$102,282</u>

E.T. 1966 - 3/80

STATE OF NEW YORK     )  
                              :   SS.:  
COUNTY OF NEW YORK    )

On this 22nd day of April 1980, before me personally appeared M. K. Klugman, to me personally known, who, being by me duly sworn, says that he is a Vice President of BANKERS TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

Vincent E. Sandford

VINCENT E. SANDFORD  
Notary Public, State of New York  
No. 31-8759160  
Qualified in New York County  
Commission Expires March 30, 1982

STATE OF NEW YORK     )  
                              :   SS.:  
COUNTY OF NEW YORK    )

On this 21<sup>st</sup> day of March 1980, before me personally appeared Bruce A. Gustafson, to me personally known, who, being by me duly sworn, says that he is the Vice President of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

ANTHONY M. ROMANELLO  
Notary Public, State of New York  
No. 31-4703607  
Qualified in New York County  
Commission Expires March 30, 1981

Anthony M. Romanello